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John H. Drucker, Esq.

*Counsel for FTI Consulting, Inc.,
Financial Advisor for the Debtors*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
Debtors.) Jointly Administered
)

**NOTICE OF CLARIFICATIONS AND CORRECTIONS WITH
REGARD TO FIFTH INTERIM AND FINAL FEE APPLICATION OF
FTI CONSULTING, INC. (“FTI”) AS FINANCIAL ADVISOR FOR
THE DEBTORS AND DEBTORS IN POSSESSION RE DOCKET NO 6591**

PLEASE TAKE NOTICE that this notice addresses certain clarifications and inadvertent typographical or ministerial errors with respect to the “FIFTH INTERIM AND FINAL FEE APPLICATION OF FTI CONSULTING INC., AS FINANCIAL ADVISOR FOR THE DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE FIFTH INTERIM PERIOD OF SEPTEMBER 1, 2013 THROUGH DECEMBER 17, 2013, AND FOR FINAL APPROVAL OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD OF MAY 14, 2012 THROUGH DECEMBER 17, 2013,” dated March 3, 2014, and appearing as Docket Number

6591 (the “FTI Fee Application”)¹, and amends and supplements the FTI Fee Application as set forth herein to correct such typographical or ministerial errors.

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit “A” is a corrected and clarified “Summary Sheet” for the FTI Fee Application that replaces in its entirety the Summary Sheet that was previously filed as a prefixed attachment to the FTI Fee Application, and attached hereto as Exhibit “B” is a blackline comparison showing the changes that were made.

PLEASE TAKE FURTHER NOTICE that the FTI Fee Application identifies as Exhibit “G” thereto the FTI computerized records of fees and expenses for the Interim Application Period (of September 2013 through December 2013) in the formats specified by the UST Guidelines, that had previously been served on the Notice Parties with each of the Monthly Fee Statements. Although the record of fees for September 2013(the “September 2013 Fee Record”) was inadvertently omitted from Exhibit “G”, such records were attached as part of Exhibit “N” to the FTI Fee Application, and accordingly all parties in interest are referred to Exhibit “N” to the FTI Fee Application for the September 2013 Fee Record, and such fee record will also be made available to any party requesting same from the undersigned counsel for FTI.

PLEASE TAKE FURTHER NOTICE that Exhibit “O” to the FTI Fee Application consists of the Monthly Fee Statement of FTI for October 1, 2013 through October 31, 2013 that had previously been served on the Notice Parties. The letter dated March 3, 2014, attached as part of Exhibit “O”, states that the fees for such time period reflect a voluntary reduction of \$42,367.00. That amount should read “\$40,367.00.”

¹ Except as otherwise defined herein, capitalized terms utilized herein shall have the meanings ascribed to them in the FTI Fee Application.

PLEASE TAKE FURTHER NOTICE that the references in Exhibits "I" and "J" to the FTI Fee Application to Task Code "27" should read "Litigation Support," and relates to the Litigation Support provided by FTI for the period of March 1, 2013 through April 30, 2013. Litigation support services for the period subsequent to April 30, 2013 are identified under Task Code "28".

New York, New York
Dated: March 8, 2014

Respectfully submitted,
COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.
A Professional Corporation

By: s/John H. Drucker
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*Counsel for FTI Consulting, Inc. ,as
Financial Advisor for the Debtors and
Debtors in Possession*

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
)	

**CORRECTED SUMMARY SHEET FOR FIFTH INTERIM AND FINAL APPLICATION
OF FTI CONSULTING, INC., AS FINANCIAL ADVISOR FOR THE DEBTORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
FIFTH INTERIM PERIOD OF SEPTEMBER 1, 2013 THROUGH
DECEMBER 17, 2013 AND FOR FINAL APPROVAL OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
OF MAY 14, 2012 THROUGH DECEMBER 17, 2013**

This is a(n): monthly interim final application.

Name of Applicant: FTI Consulting, Inc. (“**FTI**” or “**Applicant**”)¹

Authorized to Provide Professional Services to: Residential Capital, LLC, *et al.* (collectively, the “**Debtors**”)

Date of Retention: Original retention Order entered on July 25, 2012 retaining Applicant nunc pro tunc to May 14, 2012 [Docket No. 902]; retention amended pursuant to Second Addendum and Order entered on March 5, 2013, nunc pro tunc to December 5, 2012 [Docket No.3104] to expand scope of services relating to “Walter Project Services”; retention further amended pursuant to Third Addendum and Order entered on March 25, 2013 [Docket No.3308] to extend Rollover Period through December 31, 2013; retention further amended pursuant to Fourth Addendum and Order entered on June 13, 2013, nunc pro tunc to March 1, 2013 [Docket No.3971] to expand scope of services relating to “Litigation Support Services”; and retention supplemented pursuant to First Supplemental Declaration of William J. Nolan Pursuant to Fourth Addendum to Engagement Agreement filed on July 30,2013 [Docket No. 4417] to expand scope of Litigation Support Services to include certain contested matters and litigation involving the Ad Hoc Group of Junior Secured Noteholders (the “**Litigation Support Services – JSN Proceedings**”, and together with Litigation Support Services, “**Litigation Support**”)

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to said terms in the Application.

Fifth Interim Fee and Expense Request:

Period for which Interim Compensation and Expense Reimbursement is sought:	September 1, 2013 through December 17, 2013 (the “ Interim Application Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$3,633,019.50 (inclusive of \$1,903,323.00 for the Litigation Support) ²
Blended Average Hourly Rate:	\$582.35
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$46,041.87

Final Fee and Expense Request

Period for which Final Compensation and Expense Reimbursement is sought:	May 14, 2012 through December 17, 2013 (the “ Final Application Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$32,491,560.75 (inclusive of \$2,500,000.00 Completion Fee, \$2,393,285.00 for the Litigation Support, and \$843,049.50 for Walter Project Services) ³
Blended Average Hourly Rate:	\$541.44
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$920,158.65 ⁴

² The total fees requested for the Interim Application Period reflect a reduction of the total fees incurred for the Interim Application Period in the amounts of (i) \$67,032.50 due to a reduction for non-working travel, (ii) \$106,451.00 due to time billed for the review of monthly fee statements to ensure that time detail and expenses complies with applicable compensation guidelines and resolving fee application objections (iii) \$2,837.00 due to associate timekeepers that billed less than five hours on the matter.

³ The total fees requested for the Final Application Period are net of the reduction in fees taken on a voluntary basis or previously agreed to in the aggregate amount of \$1,125,332.75. In connection with its final application for compensation and reimbursement of expenses (the “Final Application”), FTI is seeking payment of all amounts allowed pursuant to orders entered in connection with its prior interim applications, and amounts requested as part of its fifth interim application and the Final Application, but which have not yet been paid, including without limitation, all unpaid holdback amounts and all unpaid amounts under the Rollover Provision to which it is entitled.

⁴ The total expenses requested for the Final Application Period are net of the reduction in expenses taken on a voluntary basis or previously agreed to in the aggregate amount of \$148,282.30 for, among other things, write downs for costs for travel, business meals, and other disbursements.

Prior Requests for Fees and Expenses

Amount of Compensation Sought as Actual Reasonable and Necessary:	\$26,618,574.50 (inclusive of \$843,049.50 for Walter Project Services for the period of December 5, 2012 through February 28, 2013 and \$489,962.00 for the Litigation Support for the period of March 1, 2013 through August 31, 2013) ⁵)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$994,351.92 (inclusive of \$48,681.04 for expense reimbursement relating to Walter Project Services for period of December 5, 2012 through February 28, 2013)
Amount of Compensation Awarded by the Court:	\$26,358,541.25 (inclusive of \$843,049.50 for Walter Project Services for the period of December 5, 2012 through February 28, 2013 and \$489,962.00 for the Litigation Support for the period of March 1, 2013 through August 31, 2013) ⁶)
Amount of Expenses Awarded by the Court:	\$874,116.77 (inclusive of \$48,681.04 for expense reimbursement relating to Walter Project Services for period of December 5, 2012 through February 28, 2013)

(continued...)

⁵ Also includes \$2,035,848.00 on a cumulative basis for all interim periods related to the Rollover Provision before any additional reductions taken in resolution of objections, approval of which was also sought in accordance with, and subject to, the Rollover Provision.

⁶ Also includes \$1,775,814.75 related to the Rollover Provision after additional reductions of \$260,033.25 taken in resolution of objections, which was approved in connection with FTI's Fourth Interim Application.

Summary of Monthly Fee Statements for Interim Application Period:

Date Filed	Compensation Period	Requested Fees	Requested Expenses	Fees / Expenses Paid	20% Holdback ⁷	Rollover Amount ⁸
12/2/2013	9/1/13-9/30/13	\$1,000,000.00	\$47,047.23	\$847,047.23	\$200,000.00	\$1,386,561.75
12/2/2013 ⁹	9/1/13-9/30/13	\$429,527.00	N/A	\$343,621.60	\$85,905.40	N/A
3/3/2014	10/1/13-10/31/13	\$1,000,000.00	\$13,443.36	\$0.00	\$200,000.00	\$862,563.75
3/3/2014 ⁹	10/1/13-10/31/13	\$1,000,359.50	N/A	\$0.00	\$200,071.90	N/A
3/3/2014	11/1/13-11/30/13	\$1,000,000.00	\$13,250.30	\$0.00	\$200,000.00	\$318,852.75
3/3/2014 ⁹	11/1/13-11/30/13	\$473,436.50	N/A	\$0.00	\$94,687.30	N/A
3/3/2014	12/1/13-12/17/13	\$520,458.25	\$348.13	\$0.00	\$104,091.65	\$0.00
Voluntary Reduction	N/A	(\$14,947.00)	(28,047.2)	N/A	(\$2,989.40)	N/A
TOTAL	9/1/13 - 12/17/13	\$5,408,834.25	\$46,041.87	\$1,190,668.83	\$1,081,766.85	\$0.00

⁷ Amounts held back for monthly fee statement periods of 9/1/13 through 9/30/13, and amounts subject to holdback for periods 10/1/13 through 12/17/13.

⁸ The Rollover Amount is a cumulative concept as described in Paragraph 20 of the Application. The total row reflects the cumulative amount at the end of the Application Period. The Rollover Amount reflects a \$260,033.25 reduction per FTI's agreement with the US Trustee to resolve objections to FTI's First, Second, Third and Fourth Interim Fee Applications.

⁹ Represents billing for the Litigation Support (described in more detail in the Application).

Summary of Fee Applications and Previous Orders for Final Application Period:

Interim Fee Application /Document #	Time Period Covered	Date of Order/ Document #	Interim Fees Requested on Application ¹⁰	Interim Expenses Requested	Fees Allowed ¹¹	Interim Expenses Allowed	Amount Paid ¹²	Allowed Fees Unpaid
First Interim [1905]	5/14/12 - 8/31/12	12/28/2012 [2530]	\$7,500,000.00	\$385,757.98	\$7,440,775.00	\$378,231.38	\$7,819,006.38	\$0.00
Second Interim [3208]	9/1/2012 - 12/31/2012	4/23/2013 [3556]	\$7,238,803.00	\$250,791.68	\$7,298,028.00	\$250,791.68	\$7,548,819.68	\$0.00
Third Interim [4542]	1/1/2013 - 04/31/2013	9/25/2013 [5205]	\$5,501,118.50	\$227,254.30	\$5,501,118.50	\$199,687.47	\$5,211,118.77	\$489,687.20
Fourth Interim [5853]	5/1/2013 - 8/31/2013	11/18/2013 [5853]	\$4,342,805.00	\$130,547.97	\$4,342,805.00	\$45,406.25	\$3,953,929.75	\$434,281.50
Fifth Interim [N/A]	9/1/2013 - 12/17/2013	N/A	\$5,408,834.25	\$46,041.87	N/A	N/A	\$1,190,668.83	N/A
Completion Fee	5/14/2012 - 12/17/2013	N/A	\$2,500,000.00	N/A	N/A	N/A	\$2,500,000.00	N/A
Total	5/14/2012 - 12/17/2013		\$32,491,560.75	\$1,040,393.80			\$28,223,543.41	

¹⁰ Does not include the Rollover Amount of (i) \$295,362.00 requested as part of FTI's Second Interim Application, (ii) \$1,614,064.75 requested as part of FTI's Third Interim Application and (iii) \$1,891,182.00 requested as part of FTI's Fourth Interim Application. Includes \$1,775,814.75 related to the Rollover Provision after additional reductions of \$260,033.25 taken in resolution of objections, which was approved in connection with FTI's Fourth Interim Application.

¹¹ Fees allowed include \$59,225.00 in the Second Interim Application deferred from the First Interim Application (payments related to this amount are included with the second interim payments).

¹² Does not include \$1,775,814.75 related to the Rollover Provision after additional reductions of \$260,033.25 taken in resolution of objections, which was approved in connection with FTI's Fourth Interim Application.

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
)	

**CORRECTED SUMMARY SHEET FOR FIFTH INTERIM AND FINAL APPLICATION
OF FTI CONSULTING, INC., AS FINANCIAL ADVISOR FOR THE DEBTORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
FIFTH INTERIM PERIOD OF SEPTEMBER 1, 2013 THROUGH
DECEMBER 17, 2013 AND FOR FINAL APPROVAL OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
OF MAY 14, 2012 THROUGH DECEMBER 17, 2013**

This is a(n): monthly interim final application.

Name of Applicant: FTI Consulting, Inc. (“**FTI**” or “**Applicant**”)¹

Authorized to Provide Professional Services to: Residential Capital, LLC, *et al.* (collectively, the “**Debtors**”)

Date of Retention: Original retention Order entered on July 25, 2012 retaining Applicant nunc pro tunc to May 14, 2012 [Docket No. 902]; retention amended pursuant to Second Addendum and Order entered on March 5, 2013, nunc pro tunc to December 5, 2012 [Docket No.3104] to expand scope of services relating to “Walter Project Services”; retention further amended pursuant to Third Addendum and Order entered on March 25, 2013 [Docket No.3308] to extend Rollover Period through December 31, 2013; retention further amended pursuant to Fourth Addendum and Order entered on June 13, 2013, nunc pro tunc to March 1, 2013 [Docket No.3971] to expand scope of services relating to “Litigation Support Services”; and retention supplemented pursuant to First Supplemental Declaration of William J. Nolan Pursuant to Fourth Addendum to Engagement Agreement filed on July 30,2013 [Docket No. 4417] to expand scope of Litigation Support Services to include certain contested matters and litigation involving the Ad Hoc Group of Junior Secured Noteholders (the “**Litigation Support Services – JSN Proceedings**”, and together with Litigation Support Services, “**Litigation Support**”)

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to said terms in the Application.

Fifth Interim Fee and Expense Request:

Period for which Interim Compensation and Expense Reimbursement is sought:	September 1, 2013 through December 17, 2013 (the “ Interim Application Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$3,633,019.50 (inclusive of \$1,903,323.00 for the Litigation Support) ²
Blended Average Hourly Rate:	\$582.35
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$46,041.87

Final Fee and Expense Request

Period for which Final Compensation and Expense Reimbursement is sought:	May 14, 2012 through December 17, 2013 (the “ Final Application Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$32,491,560.75 (inclusive of \$2,500,000.00 Completion Fee, \$2,393,285.00 for the Litigation Support, and \$843,049.50 for Walter Project Services) ⁵³
Blended Average Hourly Rate:	\$541.44
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$920,158.65 ⁶⁴

² The total fees requested for the Interim Application Period reflect a reduction of the total fees incurred for the Interim Application Period in the amounts of (i) \$67,032.50 due to a reduction for non-working travel, (ii) \$106,451.00 due to time billed for the review of monthly fee statements to ensure that time detail and expenses complies with applicable compensation guidelines and resolving fee application objections (iii) \$2,837.00 due to associate timekeepers that billed less than five hours on the matter.

Prior Requests for Fees and Expenses

Amount of Compensation Sought as Actual Reasonable and Necessary³:

\$26,618,858,5741.250 (inclusive of \$843,049.50 for Walter Project Services for the period of December 5, 2012 through February 28, 2013 and \$489,962.00 for the Litigation Support for the period of March 1, 2013 through August 31, 2013)⁵

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:

\$994,351.92 (inclusive of \$48,681.04 for expense reimbursement relating to Walter Project Services for period of December 5, 2012 through February 28, 2013)

Amount of Compensation Awarded by the Court⁴:

\$286,8358,541.25 (inclusive of \$843,049.50 for Walter Project Services for the period of

(continued...)

³ Does not include amounts related to the Rollover Provision of \$1,941,182.00 requested as part of FTI's Fourth Interim Application.

⁴ Does not include amounts related to the Rollover Provision of \$1,775,814.75 that was approved from FTI's Fourth Interim Application.

⁵ The total fees requested for the Final Application Period reflect a reduction of the total fees incurred for the Final Application Period in the are net of the reduction in fees taken on a voluntary basis or previously agreed to in the aggregate amount of \$1,125,332.75. In connection with its final application for compensation and reimbursement of expenses (the "Final Application"), FTI is seeking payment of all amounts allowed pursuant to orders entered in connection with its prior interim applications, and amounts requested as part of its fifth interim application and the Final Application, but which have not yet been paid, including without limitation, all unpaid holdback amounts and all unpaid amounts under the Rollover Provision to which it is entitled.

⁶ The total expenses requested for the Final Application Period reflect an aggregate are net of the reduction of \$148,282.30 in the total expenses incurred during the Chapter 11 Cases to reflect in expenses taken on a voluntary basis or previously agreed to in the aggregate amount of \$148,282.30 for, among other things, write downs for costs for travel, business meals, and other disbursements.

⁵ Also includes \$2,035,848.00 on a cumulative basis for all interim periods related to the Rollover Provision before any additional reductions taken in resolution of objections, approval of which was also sought in accordance with, and subject to, the Rollover Provision.

⁶ Also includes \$1,775,814.75 related to the Rollover Provision after additional reductions of \$260,033.25 taken in resolution of objections, which was approved in connection with FTI's Fourth Interim Application.

December 5, 2012 through February 28, 2013
and \$489,962.00 for the Litigation Support for
the period of March 1, 2013 through August 31,
2013)⁶

Amount of Expenses Awarded by the Court:

\$874,116.77 (inclusive of \$48,681.04 for
expense reimbursement relating to Walter
Project Services for period of December 5, 2012
through February 28, 2013)

Summary of Monthly Fee Statements for Interim Application Period:

Date Filed	Compensation Period	Requested Fees	Requested Expenses	Fees / Expenses Paid	20% Holdback ⁷	Rollover Amount ⁸
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3/3/2014 ⁹	11/1/13-11/30/13	\$473,436.50	N/A	\$0.00	\$94,687.30	N/A
3/3/2014	12/1/13-12/17/13	\$520,458.25	\$348.13	\$0.00	\$104,091.65	\$0.00
Voluntary Reduction	N/A	(\$14,947.00)	(28,047.2)	N/A	(\$2,989.40)	N/A
TOTAL	9/1/13 - 12/17/13	\$5,408,834.25	\$46,041.87	\$1,190,668.83	\$1,081,766.85	\$0.00

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⁸ The Rollover Amount is a cumulative concept as described in Paragraph 20 of the Application. The total row reflects the cumulative amount at the end of the Application Period. The Rollover Amount reflects a \$260,033.25 reduction per FTI's agreement with the US Trustee to resolve objections to FTI's First, Second, Third and Fourth Interim Fee Applications.

⁹ Represents billing for the Litigation Support (described in more detail in the Application).

Summary of Fee Applications and Previous Orders for Final Application Period:

Interim Fee Application /Document #	Time Period Covered	Date of Order/ Document #	Interim Fees Requested on Application ¹⁰	Interim Expenses Requested	Fees Allowed ¹¹	Interim Expenses Allowed	Amount Paid ¹²	Allowed Fees Unpaid
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Second Interim [3208]	9/1/2012 - 12/31/2012	4/23/2013 [3556]	\$7,238,803.00	\$250,791.68	\$7,298,028.00	\$250,791.68	\$7,548,819.68	\$0.00
Third Interim [4542]	1/1/2013 - 04/31/2013	9/25/2013 [5205]	\$5,501,118.50	\$227,254.30	\$5,501,118.50	\$199,687.47	\$5,211,118.77	\$489,687.20
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Completion Fee	5/14/2012 - 12/17/2013	N/A	\$2,500,000.00	N/A	N/A	N/A	\$2,500,000.00	N/A
Total	5/14/2012 - 12/17/2013		\$32,491,560.75	\$1,040,393.80			\$28,223,543.41	

¹⁰ Does not include the Rollover Amount of (i) \$295,362.00 requested as part of FTI's Second Interim Application, (ii) \$1,614,064.75 requested as part of FTI's Third Interim Application and (iii) \$1,8941,182.00 requested as part of FTI's Fourth Interim Application. Includes \$1,775,814.75 related to the Rollover Provision after additional reductions of \$260,033.25 taken in resolution of objections, which was approved in connection with FTI's Fourth Interim Application.

¹¹ Fees allowed include \$59,225.00 in the Second Interim Application deferred from the First Interim Application (payments related to this amount are included with the second interim payments).

¹² Does not include \$1,775,814.75 related to the Rollover Amount of \$1,775,814.75 that was approved from Provision after additional reductions of \$260,033.25 taken in resolution of objections, which was approved in connection with FTI's Fourth Interim Application.